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Proposed Counsel for Debtors and
Debtors in Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
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EXCEL MARITIME CARRIERS LLC,	:	Case No. 13-23059 (RDD)
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Debtor.	:	
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In re:	:	Chapter 11
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EXCEL MARITIME CARRIERS LTD.,	:	Case No. 13-23060 (RDD)
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Debtor.	:	
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In re:	:	Chapter 11
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AMANDA ENTERPRISES LIMITED,	:	Case No. 13-[]
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Debtor.	:	
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In re:	:	Chapter 11
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BARLAND HOLDINGS INC.,	:	Case No. 13-[]
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Debtor.	:	
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In re:	:	Chapter 11
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CANDY ENTERPRISES INC.,	:	Case No. 13-[]
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Debtor.	:	
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In re:	:	Chapter 11
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CASTALIA SERVICES LTD.,	:	Case No. 13-[]
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Debtor.	:	
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In re:	:	Chapter 11
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CENTEL SHIPPING COMPANY LIMITED,	:	Case No. 13-[]
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Debtor.	:	
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In re:	:	Chapter 11
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COAL GYPSY SHIPCO LLC,	:	Case No. 13-[]
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Debtor.	:	
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In re:	:	Chapter 11
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COAL HUNTER SHIPCO LLC,	:	Case No. 13-[]
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Debtor.	:	
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In re: : Chapter 11
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COAL PRIDE SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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FIANNA NAVIGATION S.A., :: Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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FOUNTAIN SERVICES LIMITED, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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GRAIN EXPRESS SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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GRAIN HARVESTER SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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HARVEY DEVELOPMENT CORP., : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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INGRAM LIMITED, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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IRON ANNE SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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IRON BEAUTY SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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IRON BILL SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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IRON BRADYN SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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IRON BROOKE SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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IRON FUZEYYA SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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IRON KALYPSO SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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IRON KNIGHT SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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IRON LINDREW SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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IRON MANOLIS SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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IRON MINER SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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IRON VASSILIS SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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KIRMAR SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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LIEGH JANE NAVIGATION S.A, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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LOWLANDS BEILUN SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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MARIAS TRADING INC., : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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MINTA HOLDINGS S.A., : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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ODELL INTERNATIONAL LTD., : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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ORE HANSA SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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PASCHA SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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POINT HOLDINGS LTD., : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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SANDRA SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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SANTA BARBARA SHIPCO LLC, : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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SNAPPER MARINE LTD., : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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TANAKA SERVICES LTD., : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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TEAGAN SHIPHOLDING S.A., : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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THURMAN INTERNATIONAL LTD., : Case No. 13-[]
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Debtor. :
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In re: : Chapter 11
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WHITELAW ENTERPRISES CO., : Case No. 13-[]
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Debtor. :
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In re:	:	Chapter 11
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YASMINE INTERNATIONAL INC.,	:	Case No. 13-[]
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Debtor.	:	
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DEBTORS' MOTION FOR ORDER (I) DIRECTING JOINT ADMINISTRATION OF THE CHAPTER 11 CASES UNDER FED. R. BANKR. P. 1015(b) AND (II) WAIVING REQUIREMENTS OF 11 U.S.C. § 342(c)(1) AND FED. R. BANKR. P. 1005 AND 2002(n)

Excel Maritime Carriers Ltd. and certain of its affiliates, the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), hereby move (the "Motion") the Court for entry of an order, pursuant to section 342(c)(1) of title 11 of the United States Code (the "Bankruptcy Code"), and Rules 1005, 1015(b), and 2002(n) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), (i) directing the joint administration of the Debtors' separate chapter 11 cases for procedural purposes only and (ii) waiving the requirement that the captions in these chapter 11 cases contain certain identifying information with respect to each Debtor. In support of the Motion, the Debtors rely upon and incorporate by reference the Declaration of Pavlos Kanellopoulos, Chief Financial Officer of Excel Maritime Carriers Ltd. (the "First-Day Declaration"), filed with the Court concurrently herewith. In further support of the Motion, the Debtors, by and through their undersigned counsel, respectfully represent as follows:

JURISDICTION

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rules 1005, 1015, and 2002(n).

BACKGROUND

3. The Debtors are providers of worldwide sea borne transportation for "dry bulk" cargo including, among others, iron ore, coal and grain, collectively referred to as "major bulks" and steel products, fertilizers, cement, bauxite, sugar and scrap metal, collectively referred to as "minor bulks." The dry bulk market is the primary provider of global commodities transportation. The company owns a fleet of 38 vessels, one of which, the *M/V Christine*, is owned by a non-Debtor in which Excel beneficially owns a 71.4% interest (collectively, the "Vessels") with a total carrying capacity of approximately 3.4 million deadweight tons (dwt), making the company one of the world's largest independent dry bulk operators. The factual background regarding the Debtors, including their business operations, their capital and debt structure and the events leading to the filing of these chapter 11 cases, is set forth in detail in the First-Day Declaration.

4. On the date hereof (the "Petition Date"), each of the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. The Debtors have requested joint administration of these chapter 11 cases by motion filed concurrently herewith. No trustees or examiners have been appointed in these cases.

5. The Debtors and holders of claims under their senior secured syndicate credit facility have entered into a comprehensive restructuring support agreement for a pre-negotiated plan of reorganization (the "Plan"). As described further below, the Plan will provide for a balance sheet restructuring of certain of the Debtors' liabilities, including claims arising

under the Debtors' senior secured syndicate facility and unsecured convertible notes. Trade claims and certain litigation claims against the Debtors are unaffected by the Plan. The Debtors filed the Plan on the Petition Date and anticipate finalizing and filing a related disclosure statement (the "Disclosure Statement") on or before July 15, 2013.

RELIEF REQUESTED

6. By this Motion, the Debtors seek entry of an order, under section 302 of the Bankruptcy Code and Bankruptcy Rule 1015(b), consolidating the Debtors' chapter 11 cases for procedural purposes only and waiving the requirement of section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rules 1005 and 2002(n) that the case caption and other notices mailed in these cases contain the tax identification number and address for each Debtor. Further, as an alternative to including each Debtor's address and tax identification number in the caption, the Debtors propose adding a footnote listing all of the Debtors, the last four digits of their tax identification numbers (if applicable) and the address for Excel Maritime Carriers Ltd. as well as the address for Excel Maritime Carriers LLC.

BASIS FOR RELIEF

7. Bankruptcy Rule 1015(b) provides that "[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015(b). All of the Debtors are "affiliates" of each other as that term is defined in section 101(2) of the Bankruptcy Code and as used in Bankruptcy Rule 1015(b). Specifically, Excel Maritime Carriers Ltd., a debtor and debtor in possession herein, is the direct or indirect parent of each of the other Debtors. Thus, joint administration of the Debtors' cases is appropriate under Bankruptcy Rule 1015(b).

8. Moreover, the joint administration of the Debtors' chapter 11 cases will permit the Clerk of the Court to use a single general docket for each of the Debtors' cases and to combine notices to creditors and other parties in interest of the Debtors' respective estates. Indeed, the Debtors anticipate that numerous notices, applications, motions, other pleadings, hearings, and orders in these cases will affect several of the Debtors.

9. Joint administration will also save time and money and avoid duplicative and potentially confusing filings by permitting counsel for the Debtors and for parties in interest to (a) use a single caption on the numerous documents that will be served and filed herein and (b) file the papers in one case rather than in multiple cases. Finally, joint administration will protect parties in interest by ensuring that parties in each of the Debtors' respective chapter 11 cases will be apprised of the various matters before the Court in these cases.

10. The rights of the respective creditors of each of the Debtors will not be adversely affected by joint administration of these cases inasmuch as the relief sought herein is purely procedural and is in no way intended to affect substantive rights. Each creditor and other party in interest will maintain whatever rights it has against the particular estate against which it allegedly has a claim or right.

11. In furtherance of the foregoing, the Debtors request that the official caption of the chapter 11 cases to be used by all parties in all pleadings in the jointly administered cases be as follows:

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	Chapter 11
	:	
EXCEL MARITIME CARRIERS LTD., <u>et</u>	:	Case No. 13-23060 (RDD)
<u>al.</u> ,	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
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12. The Debtors submit that use of this simplified caption with out full tax identification numbers and previous names will ensure a uniformity of pleading identification. The Debtors also propose to consolidate these chapter 11 cases under the chapter 11 case of "Excel Maritime Carriers Ltd." because of its recognizable name to the Debtors' creditor bodies at large and other parties in interest. All pleadings filed and each notice mailed by the Debtors will include a footnote listing all of the Debtors, the last four digits of their tax identification numbers (if applicable) and the addresses for Excel Maritime Carriers Ltd. and Excel Maritime Carriers LLC. Moreover, the full tax identification numbers and previous names, if any, will be listed in the petitions for each Debtor, and such petitions are publicly available to parties, including on a website to be maintained by the Debtors' claims and noticing agent at www.donlinrecano.com/EXM, and will be provided by the Debtors upon request. Therefore, the Debtors submit that the policies behind the requirements of Bankrutpcy Rule 2002(n) have been satisfied.

13. In addition, the Debtors request that the Court make separate docket entries on the docket of each of the Debtors' chapter 11 cases (except that of Excel Maritime Carriers Ltd.), substantially similar to the following:

"An order has been entered in this case consolidating this case with the case of Excel Maritime Carriers Ltd. (13-23060 (RDD)) for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 13-23060 (RDD) should be consulted for all matters affecting the above listed case."

14. It would be far more practical and expedient for the administration of these chapter 11 cases if the Court were to authorize their joint administration. The Debtors envision that many of the motions, hearings, and other matters involved in these chapter 11 cases will affect all of the Debtors. Consequently, joint administration will reduce costs and facilitate a more efficient administrative process, unencumbered by the procedural problems otherwise attendant to the administration of separate, albeit related, chapter 11 cases.

15. Joint administration will also allow the Court and the Debtors to employ a single docket for all of the cases and to confine, and thereby simplify, notice to creditors and other parties in interest in these bankruptcy cases. Joint administration will also enable parties in interest in each of the chapter 11 cases to stay apprised of all matters before the Court. Finally, joint administration will ease the burden on the United States Trustee (the "U.S. Trustee") in supervising these bankruptcy cases.

16. Moreover, waiver of the requirements imposed by section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rules 1005 and 2002(n) that the Debtors' caption and other notices mailed in these cases include the Debtors' tax identification numbers and other information relating to the Debtors is appropriate in these cases. Including the Debtors' tax identification numbers and addresses on each caption would be unduly cumbersome, and may be confusing to parties in interest. More importantly, waiver of the tax identification number and

address requirement is purely procedural in nature and will not affect the rights of parties in interest, especially given that the Debtors propose to include in each pleading they file and notice they mail a footnote listing all of the Debtors, the last four digits of their tax identification numbers (if applicable) and the address for Excel Maritime Carriers Ltd. as well as the address for Excel Maritime Carriers LLC.

17. For these reasons, the Debtors submit that the relief requested herein is in the best interest of the Debtors, their estates, creditors, and other parties in interest and, therefore, should be granted.

NOTICE

18. Notice of this Motion has been given to (a) the U.S. Trustee for the Southern District of New York; (b) Holland & Knight LLP as counsel to the Steering Committee; (c) Akin Gump Strauss Hauer & Feld LLP as counsel to the Ad Hoc Committee of Noteholders; (d) the parties listed in the consolidated list of thirty (30) largest unsecured creditors filed by the Debtors in these chapter 11 cases; (e) the Securities and Exchange Commission; (f) the Internal Revenue Service; and (g) any such other party entitled to notice pursuant to Local Bankruptcy Rule for the Southern District of New York 9013-1(b). The Debtors submit that no other or further notice need be provided.

CONCLUSION

WHEREFORE, the Debtors respectfully request this Court enter an order, substantially in the form annexed hereto as Exhibit A, granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: New York, New York
July 1, 2013

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